

LAW OFFICES OF RICHARD A. FOGEL, PLLC
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(214)267-9115



October 28, 2002

[B]-2

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RECORDATION NO. 23867-C FILED

OCT 29 '02 4-36 PM

SURFACE TRANSPORTATION BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company
[B] Trust Indenture, Supplement No. 2

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are two copies each of a Partial Release of Trust Indenture, a secondary document, dated effective as of August 16, 2002, between the Company, Guarantor and the Trustee.

The enclosed Partial Release referenced above relate to the [B] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation No. 23867 on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced above, relates to various railcars and the lease thereof subject to the said [B] Trust Indenture and Security Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

Enclosed is our check in the amount of \$30.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed document, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a stylized flourish at the end.

Richard A. Fogel

RAF/slg
encl.

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SURFACE TRANSPORTATION BOARD

[B]-2

PARTIAL RELEASE OF TRUST INDENTURE

Reference is hereby made to that certain [B] Trust Indenture and Security Agreement dated February 15, 2002 (the "Trust Indenture") by and among Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York (the "Trustee") and the Memorandum of [B] Trust Indenture and Security Agreement and [B] Trust Indenture Supplement No. 1 dated February 15, 2002 by and among the Company, the Guarantor and the Trustee recorded on February 15, 2002 with the Surface Transportation Board at Recordation No. 23867 and with the Registrar General of Canada at 9:42 a.m. (the "Memorandum of Indenture"). All capitalized terms used herein but not defined here shall have the meanings ascribed thereto in the Trust Indenture.

KNOW ALL PERSONS BY THESE PRESENTS, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Trustee does hereby fully and finally release and discharge from the security interest and other encumbrances of the Trust Indenture the Equipment described on Exhibit A and the Leases described on Exhibit B attached hereto and made a part hereof. All other provisions of the Trust Indenture including the liens and encumbrances therein granted remain in full force and effect, except as amended hereby.

The Surface Transportation Board is hereby requested to note this Partial Release of Trust Indenture (the "Partial Release") upon the margin of the Memorandum of Indenture, as recorded.

This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby effective as of the 16th day of August, 2002.

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: *Eui Munho*
Its: VICE PRESIDENT

By: *Neil O. Swoop*
Its: TREASURER

THE BANK OF NEW YORK

By:

Its: VICE PRESIDENT

ACKNOWLEDGMENT

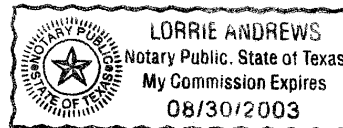
STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, a notary public for the State of Texas, personally appeared ERIC MARCHETTO, who upon his oath acknowledged himself to be a VICE PRESIDENT of Trinity Industries Leasing Company, a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 22 day of October, 2002.

Lorrie Andrews
Notary Public, State of Texas

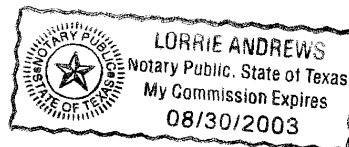
STATE OF TEXAS)
)
COUNTY OF DALLAS)



BEFORE ME, a notary public for the State of Texas, personally appeared NEIL SHOOP, who upon his oath acknowledged himself to be a TREASURER of Trinity Industries, Inc., a corporation, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 22 day of October, 2002.

Lorrie Andrews
Notary Public, State of Texas



STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BEFORE ME, a notary public for the State of Texas, personally appeared REMO J. REALE, who upon his oath acknowledged himself to be a VICE PRESIDENT of The Bank of New York, and that he is authorized to execute the foregoing Partial Release of Trust Indenture for the purposes therein contained, and that he executed the same in the name of the corporation and in the capacity stated.

WITNESS MY HAND and official seal this 24 day of OCT, 2002.


Notary Public, State of New York

Commission Expires: _____
LUCILLE MERCURIO
Notary Public, State of New York
No. 03-4654994
Qualified in Bronx County
Certificate filed in New York County
Commission Expires December 31, 2005

**TRINITY INDUSTRIES LEASING COMPANY
ETC 12 RELEASED UNITS SCHEDULE
AS OF JULY 31, 2002**

Pool B

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	PGHX300001	46	PGHX300041		
2	PGHX300002	47	PGHX300042		
3	PGHX300006	48	PGHX300043		
4	PGHX300008	49	PGHX300044		
5	PGHX300009	50	PGHX300046		
6	PGHX300013	51	PGHX300047		
7	PGHX300020	52	PGHX300048		
8	PGHX300022	53	PGHX300049		
9	PGHX300023	54	PGHX300050		
10	PGHX300024	55	PGHX300051		
11	PGHX300025	56	PGHX300052		
12	PGHX300027	57	PGHX300053		
13	PGHX300028	58	PGHX300054		
14	PGHX300029	59	PGHX300055		
15	PGHX300030	60	PGHX300056		
16	PGHX300061	61	PGHX300057		
17	PGHX300062	62	PGHX300058		
18	PGHX300063	63	PGHX300059		
19	PGHX300064	64	PGHX300060		
20	PGHX300065				
21	PGHX300066				
22	PGHX300067				
23	PGHX300068				
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35	PGHX300083				
36	PGHX300031				
37	PGHX300032				
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41	PGHX300036				
42	PGHX300037				
43	PGHX300038				
44	PGHX300039				
45	PGHX300040				

TRINITY INDUSTRIES LEASING COMPANY
ETC 12 RELEASED UNITS SCHEDULE
AS OF JULY 31, 2002

Pool B

Released Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	6318	1
2	6318	2
3	6318	3